

1           **SCHUBERT & REED LLP**  
2       Robert C. Schubert (S.B.N. 62684)  
3       Juden Justice Reed (S.B.N. 153748)  
4       Miranda Kolbe (S.B.N. 214392)  
5       Three Embarcadero Center, Suite 1650  
6       San Francisco, California 94111  
7       Telephone: (415) 788-4220  
8       Facsimile: (415) 788-0161

9  
10           **SCHIFFRIN BARROWAY**  
11           **TOPAZ & KESSLER, LLP**

12       Eric L. Zagar  
13       Robin Winchester  
14       280 King of Prussia Road  
15       Radnor, Pennsylvania 19087  
16       Telephone: (610) 667-7706  
17       Facsimile: (610) 667-7056

18       *Attorneys for Plaintiffs*

**FILED**

JAN 26 2007

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NORTHERN DISTRICT COURT  
SAN JOSE

19           **UNITED STATES DISTRICT COURT**  
20           **NORTHERN DISTRICT OF CALIFORNIA**  
21           **SAN JOSE DIVISION**

22       In re BEA SYSTEMS, INC. DERIVATIVE )  
23       LITIGATION )  
24       )  
25       This Document Relates to: All Actions )  
26       )  
27       )  
28       )\_\_\_\_\_)

Master File No. C-06-4459 (RMW)

[PROPOSED] ORDER TO  
CONSOLIDATE CASES  
FOR ALL PURPOSES, APPOINT  
LEAD PLAINTIFFS, LEAD COUNSEL  
AND LIAISON COUNSEL

29       *To Be Consolidated With:*

1	MUSTO FAMILY TRUST, VINCENT )	Case No. C-06-06962 (PVT)
2	MUSTO, TRUSTEE, Derivatively on )	
	Behalf of BEA SYSTEMS, INC. )	
3	)	
4	Plaintiff, )	
5	)	
6	)	
7	)	
8	ALFRED S. CHUANG, WILLIAM T. )	
9	COLEMAN, III, WILLIAM M. KLEIN, )	
10	TOD NIELSEN, BARBARA J. BRITTON, )	
11	THOMAS M. ASHBURN, SAM CECE, )	
12	DEBORAH STANLEY, JOSEPH H. )	
13	MENARD, MATTHEW S. GREEN, )	
14	ROBERT A. SHIPP, DEAN O. MORTON, )	
15	STEWART K.P. GROSS and WILLIAM H.)	
16	JANEWAY, )	
17	)	
18	Defendants, )	
19	)	
20	and )	
21	)	
22	BEA SYSTEMS, INC., )	
23	)	
24	Nominal Defendant. )	
25	)	

17           AND NOW, upon consideration of the Motion filed by Plaintiffs Barcheski and Molner  
 18 to Consolidate Cases For All Purposes, Appoint Lead Plaintiffs, Lead Counsel, and Liaison  
 19 Counsel, and any response thereto, and good cause appearing therefore, it is hereby ORDERED  
 20 and DECREED as follows:

21           1.       Plaintiffs George T. Barcheski, Catherine Molner, and the Musto Family Trust  
 22 shall be appointed Lead Plaintiffs.

23           2.       The law firm of Schiffrian Barroway Topaz & Kessler, LLP shall be appointed  
 24 Lead Counsel for Plaintiffs in the Consolidated Action.

25           3.       Lead Counsel shall have authority to speak for Plaintiffs in matters regarding  
 26 pretrial and trial procedure and settlement negotiations, and shall make all work assignments in

such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

4. Lead Counsel shall be responsible for coordination of all activities and appearances on behalf of Plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery, or other pretrial proceedings shall be initiated or filed by Plaintiffs except through Lead Counsel.

5. Lead Counsel shall also be available and responsible for communications to and from this Court. Lead Counsel shall be responsible for the creation and maintenance of a master service list of all parties and their respective counsel.

6. The law firm of Schubert & Reed LLP shall be appointed as Liaison Counsel. Liaison Counsel shall be responsible for the following: i) to maintain and distribute to the Court, to counsel for plaintiffs, and to counsel for defendants an up-to-date comprehensive service list; (ii) to communicate with the Court on behalf of plaintiffs with respect to procedural matters; (iii) to file briefs and motions on behalf of plaintiffs; and (iv) any other matters which Lead Counsel may choose to delegate.

7. Defendants take no position with respect to appointment of Lead Plaintiffs, Lead Counsel and Liaison Counsel.

8. Defendants' counsel may rely upon all agreements made with Lead Counsel and Liaison Counsel or other duly authorized representatives of Plaintiffs and such agreements shall be binding on Plaintiffs.

IT IS SO ORDERED.

Dated: 1/26/07

Ronald M. Whyte  
United States District Judge